

UNITED STATES BANKRUPTCY COURT

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered
PROPOSED PLAN DATE: To Be Determined

PETITION DATE: April 7, 2017
DISTRICT OF TEXAS: Southern
DIVISION: Houston

MONTHLY OPERATING REPORT SUMMARY FOR DECEMBER 2018 ⁽¹⁾

	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate
MONTH	August 2018	August 2018	September 2018	September 2018	October 2018	October 2018	November 2018	November 2018	December 2018	December 2018
REVENUES (MOR-6)	\$ 150,761	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$ 5,000
INCOME BEFORE INT. DEPREC. TAX (MOR-6)	58,867	(29,280)	0.00	(215,776)	0.00	(24,519)	0.00	(750)	0.00	5,000
NET INCOME (LOSS) (MOR-6)	0.00	(29,137)	0.00	(215,644)	0.00	(24,384)	0.00	(620)	0.00	5,134
PAYMENTS TO INSIDERS (MOR-9)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	750	0.00	0.00
PAYMENTS TO PROFESSIONALS (MOR-9)	0.00	0.00	0.00	110,901	0.00	2,744	0.00	750	0.00	0.00
TOTAL DISBURSEMENTS (MOR-7)	0.00	9,280	0.00	256,499	0.00	24,519	0.00	750	0.00	0.00

The original of this document must be filed with the United States Bankruptcy Court and a copy must be sent to the United States Trustee

REQUIRED INSURANCE MAINTAINED AS OF SIGNATURE DATE	EXP. DATE
COMMERCIAL GENERAL & PROFESSIONAL LIABILITY ⁽⁷⁾	YES (X) NO () 1/15/2019
UMBRELLA / EXCESS LIABILITY ⁽⁷⁾	YES (X) NO () 1/15/2019
AUTOMOBILE LIABILITY ⁽⁸⁾	YES (X) NO () 1/15/2019
COMMERCIAL PROPERTY LIABILITY ⁽⁸⁾	YES (X) NO () 1/15/2019
MANAGEMENT, DIRECTORS & OFFICERS LIABILITY ⁽⁷⁾	YES (X) NO () 1/15/2019
CRIME AND FIDELITY ⁽⁷⁾	YES (X) NO () 1/15/2019
CYBERCRIME LIABILITY / E & O ⁽⁸⁾	YES (X) NO () 1/15/2019
WORKER'S COMPENSATION (3004588) ⁽⁸⁾	YES (X) NO () 7/1/2019
WORKER'S COMPENSATION (3350863) ⁽⁸⁾	YES (X) NO () 7/1/2019
CARGO / TRANSIT ⁽⁷⁾	YES (X) NO () 1/15/2019

Are all accounts receivable being collected within terms⁽²⁾? N/A
Are all post-petition liabilities, including taxes, being paid within terms? ⁽³⁾ Yes
Have any pre-petition liabilities been paid? ⁽⁴⁾ Yes
If so, describe See Footnote 4
Are all funds received being deposited into DIP bank accounts⁽⁵⁾? Yes
Were any assets disposed of outside the normal course of business⁽⁶⁾? Yes

What is the status of your Plan of Reorganization? TO BE DETERMINED

ATTORNEY NAME: Elizabeth A. Green
FIRM NAME: Baker & Hostetler LLP
ADDRESS: 200 S. Orange Ave.
SunTrust Center, Suite 2300
CITY, STATE, ZIP: Orlando, FL 32801
TELEPHONE FAX: Tel (407) 649-4000 / Fax (407) 841-0168

I certify under penalty of perjury that the following complete
Monthly Operating Report (MOR), consisting of MOR-1 through
MOR-9 plus attachments, is true and correct.

SIGNED X Ronald L. Gluck
Ronald L. Gluck
(PRINT NAME OF SIGNATORY)

TITLE: Chapter 11, Trustee
1-23-2019
DATE

Notes:

- (1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.
(2) Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell Holding, Inc., ("UpWell") all accounts receivable were purchased by UpWell on November 17, 2017.
(3) Post-petition liabilities have been, or will be, assumed by UpWell with the exception of approximately \$2.675 million in accrued legal and professional fees and \$358,380 in accounts payable valued as of the sale date. Post-petition liabilities of the Entities No Longer an Estate Economic Risk are legal obligations of the buyer per the Asset Purchase Agreement.
(4) The Jointly Administered Debtors have been authorized by the Court to pay certain prepetition liabilities in previous reporting periods as provided for in the Interim Order to Pay Prepetition Wages. [ECF No. 15] Additionally, other pre-petition liabilities were inadvertently paid in prior reporting periods. The total is less than \$40,000 since the Petition Date.
(5) The Jointly Administered Debtors filed a motion [ECF No. 9] to permit the continued use of existing bank accounts, which the Court granted on April 11, 2017 [ECF No. 17]. During the reporting period, the Jointly Administered Debtors continued to use such accounts. Subsequent to the sale to UpWell, more fully described in footnote 6, the Court entered an order on January 23, 2018 allowing the Jointly Administered Debtors use and continued use of pre-Petition bank accounts as provided for in the Sale Agreements, without changing the account numbers, as authorized under the Cash Management Order, notwithstanding the sale to UpWell, its management of the bank account and pharmacies, and any transfer of an economic interest (beneficial or otherwise) to UpWell of deposits received in the name of the Jointly Administered Debtors [ECF No. 742]. Wells Fargo Debtor in Possession accounts were opened due to Zions forced closure of all accounts during April 2018.
(6) On October 5, 2017 the Jointly Administered Debtors filed with the Court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executory Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtor's Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597. [ECF No. 663] Subsequently, on November 17, 2017 the sale transaction closed pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the closing of the sale, the Jointly Administered Debtors' (A) sold some but not all assets as of November 17, 2017, (B) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the APA, however (C) no longer retain an economic interest in the assets (all pharmacies transitioned by the end of August 2018). Therefore, the disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer. Similarly, since the risk of loss is no longer with the Debtors' estates, the insurance is now paid for by the buyer and the buyer is the beneficiary.
(7) Policy renewed with Upwell as the named insured. The Crime and Fidelity policy is a new policy issued with Upwell as named insured.
(8) Policy renewed with Alliance Medical Holdings, LLC as the named insured.

MOR-1

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

Notes to the Monthly Operating Report - December 2018

General:

On April 7, 2017 (the "Petition Date"), Uplift Rx, LLC ("Uplift") filed a voluntary petition with the United States Bankruptcy Court under Chapter 11 of the Bankruptcy Code [Case No. 17-32186], along with sixty-two (62) affiliated entities (Affiliated Entities") presented in Exhibit A. The bankruptcy filings of Uplift and the Affiliated Entities are jointly administered under Case No. 17-32186 (the "Jointly Administered Debtors"). The Jointly Administered Debtors are authorized to file monthly operating reports on a consolidated basis and have presented disbursements by Debtor entity in Exhibit A attached. On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executory Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtor's Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597. [ECF No. 663] Subsequently, on November 17, 2017 the sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the closing of the sale, the Jointly Administered Debtors' (A) sold some but not all assets as of November 17, 2017, (B) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the APA, however (C) no longer retain an economic interest in the assets. Therefore, the disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer. Similarly, since the risk of loss is no longer with the Debtors' estates, the insurance is now paid for by the buyer and the buyer is the beneficiary.

Debtor-in-Possession Financial Statements - The accompanying schedules MOR-1 through MOR-9, including Exhibit A, herein are unaudited, preliminary, and may not comply with generally accepted accounting principles in the United States of America ("U.S. GAAP") in all material respects. In addition, the financial statements and the supplemental information contained herein represent the financial information on a consolidated basis of the Jointly Administered Debtors presented in Exhibit A. The debtor entities that are no longer an economic risk to the estate are presented separately from the assets liabilities and disbursements of the estate.

The Monthly Operating Report is limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Bankruptcy Court and the United States Trustee. The unaudited financial statements have been derived from the books and records of the Debtors. The information presented herein has not been subjected to all procedures that would typically be applied to financial information presented in accordance with U.S. GAAP. Upon the application of such procedures, the financial information could be subject to changes, and these changes could be material. The information furnished in this Monthly Operating Report includes normal recurring adjustments, but does not include all of the adjustments that would typically be made for interim financial statements in accordance with U.S. GAAP.

Reservation of Rights: Given the complexity of the Debtors' business, inadvertent errors, omissions or over inclusions may have occurred. Accordingly, the Debtors hereby reserve all of their rights to dispute the validity, status, enforceability, or executory nature of any claim amount, representation or other statement in this Monthly Operating Report and reserve the right to amend or supplement this Monthly Operating Report, if necessary, but shall be under no obligation to do so.

Notes

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

COMPARATIVE BALANCE SHEETS⁽¹⁾

ASSETS	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate
	August 31, 2018		September 30, 2018		October 31, 2018		November 30, 2018		December 31, 2018	
CURRENT ASSETS										
Cash ^(2,3,4,6)	\$ (1,357)	\$ 3,472,922	\$ -	\$ 3,216,556	\$ -	\$ 3,192,171	\$ -	\$ 3,191,551	\$ -	\$ 3,196,685
Accounts Receivable, Net ⁽⁵⁾	183,730	-	-	-	-	-	-	-	-	-
Other Receivable	-	-	-	-	-	-	-	-	-	-
Inventory, Net: Weighted Average	93,339	-	-	-	-	-	-	-	-	-
Prepaid Expenses and Deposits	10,344	1,260,209	-	1,260,209	-	1,260,209	-	1,260,209	-	1,260,209
TOTAL CURRENT ASSETS	286,055	4,733,132	-	4,476,765	-	4,452,380	-	4,451,760	-	4,456,894
Property, Plant & Equipment at Cost	23,241	-	-	-	-	-	-	-	-	-
Less Accumulated Depreciation	(11,035)	-	-	-	-	-	-	-	-	-
NET BOOK VALUE OF PP & E	12,206	-	-	-	-	-	-	-	-	-
Definite-lived Intangible Assets	-	-	-	-	-	-	-	-	-	-
Less Accumulated Amortization	-	-	-	-	-	-	-	-	-	-
NET BOOK VALUE OF DEFINITE-LIVED INTANGIBLE ASSETS	-	-	-	-	-	-	-	-	-	-
Goodwill and Indefinite-Lived Intangible Assets	158,250	-	-	-	-	-	-	-	-	-
OTHER ASSETS										
1. Other Assets	-	-	-	-	-	-	-	-	-	-
TOTAL ASSETS	\$ 456,511	\$ 4,733,132	\$ -	\$ 4,476,765	\$ -	\$ 4,452,380	\$ -	\$ 4,451,760	\$ -	\$ 4,456,894

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

(2) Independent pharmacies ("IPs") were acquired by the Jointly Administered Debtors in 2016. The IPs have bank accounts ("IP Bank Accounts"). The Jointly Administered Debtors acquired the cash in the IP Bank Accounts as part of the purchase, however they are not the account owner. The Jointly Administered Debtors do not receive the bank statements on a regular basis for the IP Bank Accounts and do not have account access. Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell, UpWell acquired the cash in the IP Bank Accounts as part of the purchase, on November 17, 2017.

(3) The Jointly Administered Debtors utilize a merchant account at KeyBank for e-Check deposits. Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell, UpWell acquired the cash in the KeyBank account part of the purchase, on November 17, 2017.

(4) Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell, petty cash was acquired as part of the purchase by UpWell on November 17, 2017.

(5) Includes a merchant reserve as required by the credit card processor in the amount of \$2,748 in August (non-Estate).

(6) Includes cash of pharmacies that have not transitioned to Upwell as of the end of the reporting period from sale date through current reporting period.

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

COMPARATIVE BALANCE SHEETS⁽¹⁾

LIABILITIES & OWNER'S	Entities No Longer Under Estate Economic Risk	Estate	Entities No Longer Under Estate Economic Risk	Estate	Entities No Longer Under Estate Economic Risk	Estate	Entities No Longer Under Estate Economic Risk	Estate	Entities No Longer Under Estate Economic Risk	Estate
EQUITY	August 31, 2018		September 30, 2018		October 31, 2018		November 30, 2018		December 31, 2018	
LIABILITIES										
POST-PETITION LIABILITIES(MOR-4)	\$ 103,927	\$ 40,723	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
PRE-PETITION LIABILITIES										
CURRENT LIABILITIES:										
Accounts Payable	-	26,475,467	-	26,475,467	-	26,475,467	-	26,475,467	-	26,475,467
Accrued Expenses and Other Liabilities	-	3,210,786	-	3,210,786	-	3,210,786	-	3,210,786	-	3,210,786
Assets Transferable to UpWell Holdings, Inc.	321,076	-	-	-	-	-	-	-	-	-
Current Portion of Note Payable	-	256,116	-	256,116	-	256,116	-	256,116	-	256,116
Current Portion of Capital Lease Obligation	-	-	-	-	-	-	-	-	-	-
Long-Term Debt Obligation	-	-	-	-	-	-	-	-	-	-
Line of Credit	-	-	-	-	-	-	-	-	-	-
Customer Deposits	-	-	-	-	-	-	-	-	-	-
Deferred Revenue	31,507	-	-	-	-	-	-	-	-	-
TOTAL CURRENT LIABILITIES	352,584	29,942,369	-	29,942,369	-	29,942,369	-	29,942,369	-	29,942,369
Note Payable, Net of Current Portion	-	9,000,000	-	9,000,000	-	9,000,000	-	9,000,000	-	9,000,000
Capital Lease Obligation, Net of Current Portion	-	-	-	-	-	-	-	-	-	-
TOTAL PRE-PETITION LIABILITIES	352,584	38,942,369	-	38,942,369	-	38,942,369	-	38,942,369	-	38,942,369
TOTAL LIABILITIES	456,511	38,983,092	-	38,942,369	-	38,942,369	-	38,942,369	-	38,942,369
OWNER'S EQUITY (DEFICIT)										
Series A Preferred Units; 3,639,027 issued and outstanding	-	2,088,802	-	2,088,802	-	2,088,802	-	2,088,802	-	2,088,802
Class A Units; 42,350,916 issued and outstanding	-	18,660,660	-	18,660,660	-	18,660,660	-	18,660,660	-	18,660,660
Series B Preferred Units; 16,887,585 issued and outstanding	-	36,312,287	-	36,312,287	-	36,312,287	-	36,312,287	-	36,312,287
Class B Units; 4,924,698 issued and outstanding	-	-	-	-	-	-	-	-	-	-
Unit Option Exercises	-	840,500	-	840,500	-	840,500	-	840,500	-	840,500
Accumulated Deficit	-	(92,152,209)	-	(92,367,853)	-	(92,392,238)	-	(92,392,858)	-	(92,387,724)
TOTAL OWNER'S EQUITY (NET WORTH)	-	(34,249,960)	-	(34,465,604)	-	(34,489,989)	-	(34,490,609)	-	(34,485,475)
TOTAL LIABILITIES & OWNERS EQUITY	\$ 456,511	\$ 4,733,132	\$ -	\$ 4,476,765	\$ -	\$ 4,452,380	\$ -	\$ 4,451,760	\$ -	\$ 4,456,894

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-3

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

SCHEDULE OF POST-PETITION LIABILITIES⁽¹⁾

	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate
	August 31, 2018		September 30, 2018		October 31, 2018		November 30, 2018		December 31, 2018	
TRADE ACCOUNTS PAYABLE	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TAX PAYABLE										
Federal Payroll Taxes	-	-	-	-	-	-	-	-	-	-
State Payroll Taxes	-	-	-	-	-	-	-	-	-	-
Ad Valorem Taxes	-	-	-	-	-	-	-	-	-	-
Other Taxes	-	-	-	-	-	-	-	-	-	-
TOTAL TAXES PAYABLE	-	-	-	-	-	-	-	-	-	-
SECURED DEBT POST-PETITION	-	-	-	-	-	-	-	-	-	-
ACCRUED INTEREST PAYABLE	-	-	-	-	-	-	-	-	-	-
ACCRUED PROFESSIONAL FEES*	-	-	-	-	-	-	-	-	-	-
OTHER ACCRUED LIABILITIES										
1. Accrued Operating Expenses	103,927.08	-	-	-	-	-	-	-	-	-
2. Accrued Marketing Cost of Goods Sold	-	-	-	-	-	-	-	-	-	-
TOTAL POST-PETITION LIABILITIES (MOR-3)	\$ 103,927.08	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

*Payment requires Court Approval

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-4

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

AGING OF POST-PETITION LIABILITIES of Entities No Longer An Estate Economic Risk ⁽¹⁾
December 2018

DAYS OUTSTANDING	TOTAL	TRADE ACCOUNTS	ACCRUED OPERATING EXPENSES	ACCRUED MARKETING COST OF GOODS SOLD	ACCRUED PROFESSIONAL FEES	ACCRUED SECURED DEBT	ACCRUED TAXES PAYABLE
0-30	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
31-60	-	-	-	-	-	-	-
61-90	-	-	-	-	-	-	-
91+	-	-	-	-	-	-	-
TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

AGING OF POST-PETITION LIABILITIES of Estate ⁽¹⁾
December 2018

DAYS OUTSTANDING	TOTAL	TRADE ACCOUNTS	ACCRUED OPERATING EXPENSES	ACCRUED MARKETING COST OF GOODS SOLD	ACCRUED PROFESSIONAL FEES	ACCRUED SECURED DEBT	ACCRUED TAXES PAYABLE
0-30	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
31-60	-	-	-	-	-	-	-
61-90	-	-	-	-	-	-	-
91+	-	-	-	-	-	-	-
TOTAL	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

AGING OF ACCOUNTS RECEIVABLE ^(1,2)
December 2018

DAYS OUTSTANDING	TOTAL	THIRD PARTY REVENUE ACCOUNTS RECEIVABLE	MARKETING ACCOUNTS RECEIVABLE	SUBTENANT ACCOUNTS RECEIVABLE
0-30	\$ -	\$ -	\$ -	\$ -
31-60	-	-	-	-
61-90	-	-	-	-
91+	-	-	-	-
SUBTOTAL	-	-	-	-
Provision for doubtful accounts ⁽²⁾	-			
Unapplied cash ⁽²⁾	-			
Anticipated provider withholdings	-			
Reversals from prior period	-			
Credits and rebates	-			
Affiliated companies	-			
Estimated marketing revenue	-			
TOTAL ⁽²⁾	\$ -			

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

(2) Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell, all accounts receivable were purchased by UpWell on November 17, 2017.

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

STATEMENT OF INCOME (LOSS)⁽¹⁾

	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	FILING TO DATE
	August 2018	August 2018	September 2018	September 2018	October 2018	October 2018	November 2018	November 2018	December 2018	December 2018	
REVENUES (MOR-1)	\$ 150,761	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,000	\$ 115,437,282
TOTAL COST OF REVENUES	61,555	-	-	-	-	-	-	-	-	-	51,228,677
GROSS PROFIT	89,206	-	-	-	-	-	-	-	-	5,000	64,208,605.51
OPERATING EXPENSES:											
LABOR COST											
Non-Executive Incentive Bonuses	-	-	-	-	-	-	-	-	-	-	308,322
Payroll Taxes	910	-	-	-	-	-	-	-	-	-	1,625,313
Employee Benefits	1,426	-	-	-	-	-	-	-	-	-	2,359,143
Wages	14,282	-	-	-	-	-	-	-	-	-	19,282,046
Commissions	-	-	-	-	-	-	-	-	-	-	2,185,643
Severance	-	-	-	-	-	-	-	-	-	-	(16,372)
Capitalized Labor	-	-	-	-	-	-	-	-	-	-	(524,209)
Total Labor Cost	16,619	-	-	-	-	-	-	-	-	-	25,219,886
OPERATING COSTS											
Facilities Cost	9,492	-	-	-	-	-	-	-	-	-	3,060,369
General & Administrative	1,134	-	-	-	-	-	-	-	-	-	2,917,161
Investigation & Restructuring Expenses	-	-	-	145,597	-	21,775	-	-	-	-	4,060,801
Professional Fees	-	9,280	-	70,179	-	2,744	-	750	-	-	1,074,622
Selling & Marketing	-	-	-	-	-	-	-	-	-	-	7,249,144
Shipping & Variable Expenses	3,095	-	-	-	-	-	-	-	-	-	3,331,510
Technology Expenses	-	20,000	-	-	-	-	-	-	-	-	2,125,784
Total Operating Costs	13,721	29,280	-	215,776	-	24,519	-	750	-	-	23,819,390
TOTAL OPERATING EXPENSES	30,339	29,280	-	215,776	-	24,519	-	750	-	-	49,039,276
INCOME BEFORE INT, DEPR/TAX (MOR-1)	58,867	(29,280)	-	(215,776)	-	(24,519)	-	(750)	-	5,000	15,169,329
INTEREST EXPENSE	-	-	-	-	-	-	-	-	-	-	146,682
DEPRECIATION	630	-	-	-	-	-	-	-	-	-	3,468,494
OTHER (INCOME) EXPENSE	-	(143)	-	(132)	-	(134)	-	(130)	-	(134)	254,431
OTHER ITEMS	58,237	-	-	-	-	-	-	-	-	-	60,113,376
TOTAL INT, DEPR & OTHER ITEMS	58,867	(143)	-	(132)	-	(134)	-	(130)	-	(134)	63,982,983
NET INCOME (LOSS) BEFORE TAXES	-	(29,137)	-	(215,644)	-	(24,384)	-	(620)	-	5,134	(48,813,654)
FEDERAL INCOME TAXES	-	-	-	-	-	-	-	-	-	-	61,256
NET INCOME (LOSS) (MOR-1)	\$ -	\$ (29,137)	\$ -	\$ (215,644)	\$ -	\$ (24,384)	\$ -	\$ (620)	\$ -	\$ 5,134	\$ (48,874,910)

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-6

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

CASH RECEIPTS AND DISBURSEMENTS ⁽¹⁾	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	FILING TO
	August 2018	August 2018	September 2018	September 2018	October 2018	October 2018	November 2018	November 2018	December 2018	December 2018	DATE
1. CASH-BEGINNING OF MONTH ⁽²⁾	\$ (1,357.00)	\$ 3,502,059.16	\$ (1,357.00)	\$ 3,472,922.47	\$ -	\$ 3,216,555.66	\$ -	\$ 3,192,171.27	\$ -	\$ 3,191,551.16	\$ 902,899.43
Adjustment	-	-	-	-	-	-	-	-	-	-	37,275.08
RECEIPTS:											
2. CASH SALES ⁽³⁾	-	-	-	-	-	-	-	-	-	-	99,601.48
3. COLLECTION OF ACCOUNTS RECEIVABLE	-	-	-	-	-	-	-	-	-	-	75,416,671.75
4. LOANS & ADVANCES (attach list)	-	-	-	-	-	-	-	-	-	-	-
5. SALE OF ASSETS	-	-	-	-	-	-	-	-	-	-	13,050,000.00
6. OTHER (attach list)	-	142.90	-	132.07	-	134.22	-	129.89	-	5,134.23	3,216,513.27
TOTAL RECEIPTS**	-	142.90	-	132.07	-	134.22	-	129.89	-	5,134.23	91,782,786.50
(Withdrawal) Contribution by Individual Debtor MFR-2*											
DISBURSEMENTS:											
7. NET PAYROLL	-	-	-	-	-	-	-	-	-	-	16,271,853.84
8. PAYROLL TAXES PAID	-	-	-	-	-	-	-	-	-	-	2,285,480.41
9. SALES, USE & OTHER TAXES PAID	-	-	-	-	-	-	-	-	-	-	3,300.00
10. SECURED/RENTAL/LEASES	-	-	-	-	-	-	-	-	-	-	10,129,447.78
11. UTILITIES & TELEPHONE	-	-	-	-	-	-	-	-	-	-	390,714.25
12. INSURANCE	-	-	-	-	-	-	-	-	-	-	865,933.24
13. INVENTORY PURCHASES	-	-	-	-	-	-	-	-	-	-	31,123,960.64
14. VEHICLE EXPENSES	-	-	-	-	-	-	-	-	-	-	-
15. TRAVEL & ENTERTAINMENT	-	-	-	-	-	-	-	-	-	-	7,428.61
16. REPAIRS, MAINTENANCE & SUPPLIES	-	-	-	-	-	-	-	-	-	-	121,289.63
17. ADMINISTRATIVE & SELLING	-	-	-	-	-	-	-	-	-	-	79,860.75
18. OTHER (attach list)	-	20,000.00	-	-	-	-	-	-	-	-	21,519,905.96
TOTAL DISBURSEMENTS FROM OPERATIONS	-	20,000.00	-	-	-	-	-	-	-	-	82,799,175.11
19. PROFESSIONAL FEES	-	9,279.59	-	110,901.48	-	2,743.61	-	750.00	-	-	3,624,958.80
20. U.S. TRUSTEE FEES	-	-	-	145,597.40	-	21,775.00	-	-	-	-	453,047.40
21. OTHER REORGANIZATION EXPENSES (attach list)	-	-	-	-	-	-	-	-	-	-	-
TOTAL DISBURSEMENTS**	-	29,279.59	-	256,498.88	-	24,518.61	-	750.00	-	-	86,877,181.31
22. NET CASH FLOW	-	(29,136.69)	-	(256,366.81)	-	(24,384.39)	-	(620.11)	-	5,134.23	4,905,605.19
Adjustment ^(3,4)	-	-	1,357.00	-	-	-	-	-	-	-	(2,649,094.31)
23. CASH - END OF MONTH (MOR-2) ⁽²⁾	\$ (1,357.00)	\$ 3,472,922.47	\$ -	\$ 3,216,555.66	\$ -	\$ 3,192,171.27	\$ -	\$ 3,191,551.16	\$ -	\$ 3,196,685.39	\$ 3,196,685.39

* Applies to Individual debtors only

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

(2) Independent pharmacies ("IPs") were acquired by the Jointly Administered Debtors in 2016. The IPs have bank accounts ("IP Bank Accounts"). The Jointly Administered Debtors acquired the cash in the IP Bank Accounts as part of the purchase, however they are not the account owner. The Jointly Administered Debtors do not receive the bank statements on a regular basis for the IP Bank Accounts and do not have account access. Pursuant to the Asset Purchase Agreement dated October 31, 2017 by and between the Debtors and UpWell, UpWell acquired the cash in the IP Bank Accounts as part of the purchase, on November 17, 2017.

(3) On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executory Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtor's Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597.

[ECF No. 663] Subsequently, on November 17, 2017 the sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell Holding, Inc. ("UpWell"). As a result of the closing of the sale, the Jointly Administered Debtors' a) sold some but not all assets as of November 17, 2017, b) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the APA, however c) no longer retain an economic interest in the assets. Therefore, the activity of the buyer after November 17, 2017 is not reported on the Cash Receipts and Disbursements schedule. Disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer.

(4) Adjustment for pharmacies transitioned to Upwell as of the sale date. Post-November adjustments is the change in cash from the prior reporting period for the pharmacies that have not transitioned to Upwell.

MOR-7

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	FILING TO
OTHER RECEIPTS ⁽¹⁾	August 2018	August 2018	September 2018	September 2018	October 2018	October 2018	November 2018	November 2018	December 2018	December 2018	DATE
1. Incoming credit	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 67,619.40
2. Bank adjustment	-	-	-	-	-	-	-	-	-	-	4,307.23
3. Merchant transactions	-	-	-	-	-	-	-	-	-	-	2,818,911.59
4. Returned deposits	-	-	-	-	-	-	-	-	-	-	(57,592.99)
5. Other receipts	-	-	-	-	-	-	-	-	-	-	-
6. Bank interest	-	142.90	-	132.07	-	134.22	-	129.89	-	134.23	4,012.45
7. Zions Bank ZBA Debit Reversal	-	-	-	-	-	-	-	-	-	-	364,255.59
8. Upwell Holdings	-	-	-	-	-	-	-	-	-	5,000.00	15,000.00
TOTAL OTHER RECEIPTS	\$ -	\$ 142.90	\$ -	\$ 132.07	\$ -	\$ 134.22	\$ -	\$ 129.89	\$ -	\$ 5,134.23	\$ 3,216,513.27

CASH RECEIPTS AND DISBURSEMENTS line 6 on MOR-7

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-7a

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	Entities No Longer An Estate Economic Risk	Estate	FILING TO
OTHER DISBURSEMENTS ⁽¹⁾	August 2018	August 2018	September 2018	September 2018	October 2018	October 2018	November 2018	November 2018	December 2018	December 2018	DATE
1. 401(k)	\$ -	\$ -	\$ -	\$ -	\$ -	-	\$ -	-	\$ -	-	\$ 1,197,936.46
2. Other Disbursements	-	-	-	-	-	-	-	-	-	-	8,364.12
3. Bank Charges	-	-	-	-	-	-	-	-	-	-	216,789.62
4. Benefits	-	-	-	-	-	-	-	-	-	-	2,175,185.39
5. Employee Reimbursement	-	-	-	-	-	-	-	-	-	-	379,185.08
6. IT Services	-	20,000.00	-	-	-	-	-	-	-	-	2,024,693.17
7. Licensing and fees	-	-	-	-	-	-	-	-	-	-	174,353.81
8. Media	-	-	-	-	-	-	-	-	-	-	9,473,212.34
9. Merchant Fees	-	-	-	-	-	-	-	-	-	-	171,091.36
10. Pharmacy Purchase/Management Fee	-	-	-	-	-	-	-	-	-	-	74,000.00
11. Shipping	-	-	-	-	-	-	-	-	-	-	1,941,855.17
12. Teladoc	-	-	-	-	-	-	-	-	-	-	3,275,080.00
13. Onsite food and beverage program (2)	-	-	-	-	-	-	-	-	-	-	65,862.32
14. Petty cash	-	-	-	-	-	-	-	-	-	-	2,000.00
15. Office supplies	-	-	-	-	-	-	-	-	-	-	88,055.02
16. Security	-	-	-	-	-	-	-	-	-	-	32,736.07
17. Pest control	-	-	-	-	-	-	-	-	-	-	889.55
18. Customer refunds	-	-	-	-	-	-	-	-	-	-	30,945.88
19. Temporary Labor	-	-	-	-	-	-	-	-	-	-	87,672.19
20. Obsolete inventory disposal	-	-	-	-	-	-	-	-	-	-	89,198.41
21. Bookkeeping services	-	-	-	-	-	-	-	-	-	-	10,800.00
TOTAL OTHER DISBURSEMENTS	\$ -	\$ 20,000.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 21,519,905.96

CASH RECEIPTS AND DISBURSEMENTS line 18 on MOR-7

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

(2) For the month of September 2017, includes payment for June, July and August invoices that had not been submitted to the Jointly Administered Debtors by Bon Appetit until September. The payments to Bon Appetit are for an on-site café that is subsidized by the company as benefit to

MOR-7b

CASH ACCOUNT RECONCILIATION^(1,5)
MONTH OF DECEMBER 2018

No.	Account Name	Bank Name	Account Type	Account Number (last 4 digits only)	Transitioned to Upwell ⁽⁶⁾	Ending Bank Balance on November 30, 2018	Outstanding Checks	Deposits In Transit	Ending Adjusted Bank Balance (Must Agree with Books)
1	Alliance Health Networks, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8828	X	\$ -	\$ -	\$ -	\$ -
2	Alliance Medical Administration, Inc.	Zions Bank	Primary Expense Account	9016	X	-	-	-	-
3	Alliance Medical Administration, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	8745	X	-	-	-	-
4	Alliance Medical Holdings, LLC	Zions Bank	Primary Sweep Concentration Account	8984	X	-	-	-	-
5	Alliance Medical Holdings, LLC	Zions Bank	Gold Business/Investment Sweep Account	0224	X	-	-	-	-
6	Alta Distributors, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8836	X	-	-	-	-
7	Belle Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	4121	X	-	-	-	-
8	Benson Pharmacy, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	3024	X	-	-	-	-
9	Berkshire Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3925	X	-	-	-	-
10	Best Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2596	X	-	-	-	-
11	Bridgestone Pharmacy Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
12	Bridgestone Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2935	X	-	-	-	-
13	Brookhill Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2950	X	-	-	-	-
14	BrooksideRx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	7332	X	-	-	-	-
15	Burbank Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3321	X	-	-	-	-
16	Canyon Medical, LLC	NONE	N/A	N/A	X	-	-	-	-
17	Canyons Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2737	X	-	-	-	-
18	Charleston Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2992	X	-	-	-	-
19	Cheshire Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2752	X	-	-	-	-
20	Conoly Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3032	X	-	-	-	-
21	Cottonwood Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	5821	X	-	-	-	-
22	Crestwell Pharmacy Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
23	Delaney Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2976	X	-	-	-	-
24	Eat Great Café, LLC	NONE	N/A	N/A	X	-	-	-	-
25	Galena Pharmacy Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
26	Galena Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2968	X	-	-	-	-
27	Garnett Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3313	X	-	-	-	-
28	Geneva Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6069	X	-	-	-	-
29	Geneva Rx Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
30	Glendale Square Rx, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	2794	X	-	-	-	-
31	Goodman Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2638	X	-	-	-	-
32	Hawthorne Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6391	X	-	-	-	-
33	Hawthorne Rx Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
34	Hazelwood Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3784	X	-	-	-	-
35	Health Rx Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
36	Health Saver Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3040	X	-	-	-	-
37	Improve Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2877	X	-	-	-	-
38	Innovative Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2562	X	-	-	-	-
39	Kendall Pharmacy, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	4287	X	-	-	-	-
40	Lockeford Rx, Inc.	Zions Bank	Pharmacy Account - Swept to Concentration Account	4220	X	-	-	-	-
41	Lone Peak Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3305	X	-	-	-	-
42	Medina Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	6383	X	-	-	-	-
43	New Jersey Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2869	X	-	-	-	-
44	New Life Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8737	X	-	-	-	-
45	Newton Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3057	X	-	-	-	-
46	Oak Creek Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3008	X	-	-	-	-
47	Ohana Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2653	X	-	-	-	-
48	Ollin Pharmaceutical, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8927	X	-	-	-	-
49	On Track Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2588	X	-	-	-	-
50	Osceola Clinic Pharmacy LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2679	X	-	-	-	-
51	Philadelphia Pharmacy Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
52	Pinnacle Pharmacy Solutions, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	4568	X	-	-	-	-
53	Raven Pharmacy Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
54	Raven Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3065	X	-	-	-	-
55	Richardson Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2620	X	-	-	-	-
56	Riverbend Prescription Services, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2943	X	-	-	-	-
57	Riverfront Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	5799	X	-	-	-	-
58	Skyline Health Services, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8802	X	-	-	-	-
59	Stonybrook Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	8919	X	-	-	-	-
60	Uinta Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3073	X	-	-	-	-
61	Uplift Rx, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2885	X	-	-	-	-
62	Waverly Pharmacy, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	3016	X	-	-	-	-
63	Woodward Drugs, LLC	Zions Bank	Pharmacy Account - Swept to Concentration Account	2760	X	-	-	-	-
64	Woodward Rx Holdings, LLC	NONE	N/A	N/A	X	-	-	-	-
65	Alameda Pharmacy, LLC	Zions Bank	Basic Business Checking	6241	X	-	-	-	-
66	Baytree Pharmacy LLC Blocked Account FBO Alta Distributors LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	1364	X	-	-	-	-
67	Cordele Pharmacy LLC Block Account FBO Alliance Medical Holdings LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	4692	X	-	-	-	-
68	Cure RX LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0440	X	-	-	-	-
69	David Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	6217	X	-	-	-	-
70	El Dorado Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	6233	X	-	-	-	-
71	Genesee Pharmacy LLC Blocked Account FBO Alta Distributors LLC	Zions Bank	Pharmacy Account - Swept to Corp Account	4718	X	-	-	-	-
72	Hawkins Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0408	X	-	-	-	-
73	Jefferson Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4700	X	-	-	-	-
74	Norwood Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	8653	X	-	-	-	-
75	Oak Creek Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0390	X	-	-	-	-

CASH ACCOUNT RECONCILIATION^(1,5)
MONTH OF DECEMBER 2018

No.	Account Name	Bank Name	Account Type	Account Number (last 4 digits only)	Transitioned to Upwell ⁽⁶⁾	Ending Bank Balance on November 30, 2018	Outstanding Checks	Deposits In Transit	Ending Adjusted Bank Balance (Must Agree with Books)
76	Peterson RX LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0424	X	-	-	-	-
77	Rock City Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	0416	X	-	-	-	-
78	Staley Pharmacy LLC Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	4734	X	-	-	-	-
79	Twin Lakes Pharmacy Blocked Account FBO Alta Distributors	Zions Bank	Pharmacy Account - Swept to Corp Account	6225	X	-	-	-	-
80	Alliance Health Networks, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	0541	X	-	-	-	-
81	Alliance Medical Administration, Inc. - Debtor in Possession	Wells Fargo ⁽³⁾	Primary Sweep Concentration Account	0558	X	-	-	-	-
82	Baytree Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Corp Account	0566	X	-	-	-	-
83	Belle Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	0574	X	-	-	-	-
84	Benson Pharmacy, Inc. - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	0582	X	-	-	-	-
85	Berkshire Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	0590	X	-	-	-	-
86	Best Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	0616	X	-	-	-	-
87	Bridgestone Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6386	X	-	-	-	-
88	BrooksideRx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6394	X	-	-	-	-
89	Charleston Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6402	X	-	-	-	-
90	Cheshire Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6410	X	-	-	-	-
91	Delaney Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6428	X	-	-	-	-
92	Garnett Pharmacy, LLC - Debtor in Possession (9)	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6436	X	-	-	-	-
93	Geneva Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6444	X	-	-	-	-
94	Goodman Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6451	X	-	-	-	-
95	Hawthorne Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6469	X	-	-	-	-
96	Health Saver Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6477	X	-	-	-	-
97	Improve Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6485	X	-	-	-	-
98	Innovative Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6493	X	-	-	-	-
99	Kendall Pharmacy, Inc - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	6501	X	-	-	-	-
100	New Jersey Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	2308	X	-	-	-	-
101	New Life Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	7889	X	-	-	-	-
102	NewtonRx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	7897	X	-	-	-	-
103	Oak Creek Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	7905	X	-	-	-	-
104	Ohana Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	3684	X	-	-	-	-
105	Ollin Pharmaceutical, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	3692	X	-	-	-	-
106	On Track Rx, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	3700	X	-	-	-	-
107	Skyline Health Services, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	3718	X	-	-	-	-
108	Staley Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Corp Account	3726	X	-	-	-	-
109	Stonybrook Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	3734	X	-	-	-	-
110	Waverly Pharmacy, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	3742	X	-	-	-	-
111	Woodward Drugs, LLC - Debtor in Possession	Wells Fargo ⁽³⁾	Pharmacy Account - Swept to Concentration Account	3759	X	-	-	-	-
Subtotal						-	-	-	-
Less: Accounts transitioned to Upwell						-	-	-	-
Entities No Longer An Estate Economic Risk - Total						-	-	-	-
80	GlassRatner Advisory & Capital Group, LLC Escrow Account ⁽⁴⁾	Wells Fargo	Escrow Account	5833		-	-	-	-
81	Alliance Medical Holdings LLC Debtor Ronald L Glass As Trustee ⁽⁵⁾	Signature Bank	Bankruptcy IMMA	2920		3,160,936.08	-	-	3,160,936.08
82	Alliance Medical Holdings LLC Debtor Ronald L Glass As Trustee ⁽⁵⁾	Signature Bank	Bankruptcy Checking	2912		35,749.31	-	-	35,749.31
Estate - Total						3,196,685.39	-	-	3,196,685.39
Grand Total						\$ 3,196,685.39	\$ -	\$ -	\$ 3,196,685.39

Notes:

- The accompanying Monthly Operating Report Notes are an integral part of this schedule.
- On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executory Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtor's Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597. [ECF No. 663] Subsequently, on November 17, 2017 the sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the closing of the sale, the Jointly Administered Debtors' a) sold some but not all assets as of November 17, 2017, b) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the APA, however c) no longer retain an economic interest in the assets. In order to roll the cash forward, the cash account reconciliation includes the bank accounts of the Jointly Administered Debtors, although controlled by UpWell, the buyer. All disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer.
- Wells Fargo Debtor in Possession accounts were opened due to Zions forced closure of all accounts during April.
- Estate escrow account set up to receive sales proceeds from UpWell.
- Estate checking accounts.
- All pharmacies transitioned to UpWell by the end of August 2018.

MOR-8

CASE NAME: UPLIFT RX, LLC, et al.
CASE NUMBER: 17-32186, Jointly Administered

PAYMENTS TO INSIDERS AND PROFESSIONALS⁽¹⁾

Of the total disbursements shown for the month, list the amount paid to insiders (as defined in Section 101(31)(A)-(F) of the U.S. Bankruptcy Code) and the professionals.

Also, for insiders, identify the type of compensation paid (e.g., salary, commission, bonus, etc.) (Attach additional pages as necessary).

INSIDERS: NAME/COMP TYPE	POSITION	MONTH	MONTH	MONTH	MONTH	MONTH	Filing to Date
		Estate	Estate	Estate	Estate	Estate	
		August 2018	September 2018	October 2018	November 2018	December 2018	
1. Jordan Smith	SVP of Inside Sales (terminated on September 15, 2017)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 87,779.15
2. Jeffrey Smith	Chief Executive Officer (resigned on April 14, 2017)	-	-	-	-	-	23,027.35
3. Scott Klossner	Chief Financial Officer	-	-	-	750.00	-	187,243.47
4. Blaine Smith	Chief Revenue Officer	-	-	-	-	-	160,493.43
5. Sahily Paoline	Chief Pharmacy Officer	-	-	-	-	-	162,262.88
6. Matt Simas	Interim Chief Executive Officer	-	-	-	-	-	167,818.30
TOTAL INSIDERS (MOR-1)		\$ -	\$ -	\$ -	\$ 750.00	\$ -	\$ 788,624.58

PROFESSIONALS	POSITION	MONTH	MONTH	MONTH	MONTH	MONTH	Filing to Date
		Estate	Estate	Estate	Estate	Estate	
		August 2018	September 2018	October 2018	November 2018	December 2018	
1. Hilco Valuation Services, LLC	Professional	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17,645.25
2. Tom Collins	Mediator	-	-	-	-	-	3,900.00
3. Victig	Recruiting	-	-	-	-	-	2,895.50
4. HealthCare Appraisers Inc.	Business Valuation	-	-	-	-	-	16,643.00
5. Jennifer Hamelin	Consulting	-	-	-	-	-	20,612.90
6. Stinson Leonard Street LLP	Legal	-	-	-	-	-	330.00
7. Baker & Hostetler	Legal	-	-	-	-	-	1,840,276.57
8. WSRP, LLC	401(k) Audit	-	-	-	-	-	6,644.25
9. Coldwell Banker Commercial Advisors	Realtor	-	-	-	-	-	55,822.91
10. Tanner LLC	Tax	-	-	-	-	-	20,000.00
11. David Hoffman & Associates	Consulting	-	-	-	-	-	14,517.40
12. Fox Rothschild LLP	Legal	-	110,901.48	-	-	-	350,901.48
13. BMC Group	Claims Agent	9,279.59	-	2,743.61	-	-	21,912.61
14. Cohn Reznick, LLP	Legal	-	-	-	-	-	222,480.83
15. Scott Klossner	Consulting	-	-	-	750.00	-	5,454.59
16. Kimball Legal	Legal	-	-	-	-	-	12,828.82
16. GlassRatner Advisory & Capital Group, LLC	Financial Advisors	-	-	-	-	-	1,012,092.69
TOTAL PROFESSIONALS (MOR-1)		\$ 9,279.59	\$ 110,901.48	\$ 2,743.61	\$ 750.00	\$ -	\$ 3,624,958.80

Notes:

(1) The accompanying Monthly Operating Report Notes are an integral part of this schedule.

MOR-9

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

Exhibit A - CONSOLIDATING DISBURSEMENTS OF JOINTLY ADMINISTERED CASES IN CHAPTER 11

CASE NAME: UPLIFT RX, LLC, et al.
JOINT ADMINISTRATION CASE NUMBER: 17-32186

DISBURSEMENTS (1)

No.	Entity	Case No.	Entities No Longer An Estate Economic Risk August 2018	Estate August 2018	Entities No Longer An Estate Economic Risk September 2018	Estate September 2018	Entities No Longer An Estate Economic Risk October 2018	Estate October 2018	Entities No Longer An Estate Economic Risk November 2018	Estate November 2018	Entities No Longer An Estate Economic Risk December 2018	Estate December 2018	Filing to Date
1	Alliance Health Networks, LLC	17-32250	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	10,966,555.45
2	Alliance Medical Administration, Inc.	17-32246	-	-	-	-	-	-	-	-	-	-	33,224,756.80
3	Alliance Medical Holdings, LLC	17-32188	-	29,279.59	-	256,498.88	-	24,518.61	-	750.00	-	-	11,538,363.57
4	Alta Distributors, LLC	17-32248	-	-	-	-	-	-	-	-	-	-	15,488.08
5	Belle Pharmacy, LLC	17-32187	-	-	-	-	-	-	-	-	-	-	581,538.00
6	Benson Pharmacy, Inc.	17-32191	-	-	-	-	-	-	-	-	-	-	509,716.34
7	Berkshire Pharmacy, LLC	17-32207	-	-	-	-	-	-	-	-	-	-	1,057.74
8	Best Rx, LLC	17-32209	-	-	-	-	-	-	-	-	-	-	820.35
9	Bridgestone Pharmacy Holdings, LLC	17-32235	-	-	-	-	-	-	-	-	-	-	-
10	Bridgestone Pharmacy, LLC	17-32215	-	-	-	-	-	-	-	-	-	-	54,653.44
11	Brookhill Pharmacy, LLC	17-32216	-	-	-	-	-	-	-	-	-	-	-
12	BrooksideRx, LLC	17-32199	-	-	-	-	-	-	-	-	-	-	5,673,639.25
13	Burbank Pharmacy, LLC	17-32217	-	-	-	-	-	-	-	-	-	-	-
14	Canyon Medical, LLC	17-32243	-	-	-	-	-	-	-	-	-	-	-
15	Canyons Pharmacy, LLC	17-32218	-	-	-	-	-	-	-	-	-	-	-
16	Charleston Rx, LLC	17-32195	-	-	-	-	-	-	-	-	-	-	1,138,044.69
17	Cheshire Pharmacy, LLC	17-32219	-	-	-	-	-	-	-	-	-	-	1,407.78
18	Conoly Pharmacy, LLC	17-32220	-	-	-	-	-	-	-	-	-	-	-
19	Cottonwood Pharmacy, LLC	17-32221	-	-	-	-	-	-	-	-	-	-	-
20	Crestwell Pharmacy Holdings, LLC	17-32236	-	-	-	-	-	-	-	-	-	-	-
21	Delaney Pharmacy, LLC	17-32210	-	-	-	-	-	-	-	-	-	-	261,664.53
22	Eat Great Café, LLC	17-32249	-	-	-	-	-	-	-	-	-	-	-
23	Galena Pharmacy Holdings, LLC	17-32237	-	-	-	-	-	-	-	-	-	-	-
24	Galena Pharmacy, LLC	17-32222	-	-	-	-	-	-	-	-	-	-	-
25	Garnett Pharmacy, LLC	17-32223	-	-	-	-	-	-	-	-	-	-	398,743.45
26	Geneva Pharmacy, LLC	17-32189	-	-	-	-	-	-	-	-	-	-	3,842,404.97
27	Geneva Rx Holdings, LLC	17-32238	-	-	-	-	-	-	-	-	-	-	-
28	Glendale Square Rx, Inc.	17-32229	-	-	-	-	-	-	-	-	-	-	1,713.90
29	Goodman Pharmacy, LLC	17-32198	-	-	-	-	-	-	-	-	-	-	596.95
30	Hawthorne Pharmacy, LLC	17-32224	-	-	-	-	-	-	-	-	-	-	531,790.66
31	Hawthorne Rx Holdings, LLC	17-32239	-	-	-	-	-	-	-	-	-	-	-
32	Hazelwood Pharmacy, LLC	17-32225	-	-	-	-	-	-	-	-	-	-	-
33	Health Rx Holdings, LLC	17-32242	-	-	-	-	-	-	-	-	-	-	-
34	Health Saver Rx, LLC	17-32208	-	-	-	-	-	-	-	-	-	-	1,401.41
35	Improve Rx, LLC	17-32205	-	-	-	-	-	-	-	-	-	-	1,599.11
36	Innovative Rx, LLC	17-32194	-	-	-	-	-	-	-	-	-	-	1,475,352.87
37	Kendall Pharmacy, Inc.	17-32192	-	-	-	-	-	-	-	-	-	-	638,401.35
38	Lockeford Rx, Inc.	17-32230	-	-	-	-	-	-	-	-	-	-	913.90
39	Lone Peak Rx, LLC	17-32204	-	-	-	-	-	-	-	-	-	-	1,856.88
40	Medina Pharmacy, LLC	17-32227	-	-	-	-	-	-	-	-	-	-	369,856.85
41	New Jersey Rx, LLC	17-32206	-	-	-	-	-	-	-	-	-	-	1,650.25
42	New Life Pharmacy, LLC	17-32211	-	-	-	-	-	-	-	-	-	-	2,097,422.02
43	Newton Rx, LLC	17-32203	-	-	-	-	-	-	-	-	-	-	147,962.78
44	Oak Creek Rx, LLC	17-32201	-	-	-	-	-	-	-	-	-	-	598,154.18
45	Ohana Rx, LLC	17-32190	-	-	-	-	-	-	-	-	-	-	9,043.96
46	Olin Pharmaceutical, LLC	17-32247	-	-	-	-	-	-	-	-	-	-	10,829,353.61
47	On Track Rx, LLC	17-32196	-	-	-	-	-	-	-	-	-	-	616.16
48	Osceola Clinic Pharmacy LLC	17-32200	-	-	-	-	-	-	-	-	-	-	1,278.41
49	Philadelphia Pharmacy Holdings, LLC	17-32241	-	-	-	-	-	-	-	-	-	-	-
50	Pinnacle Pharmacy Solutions, LLC	17-32231	-	-	-	-	-	-	-	-	-	-	8,104.05
51	Raven Pharmacy Holdings, LLC	17-32234	-	-	-	-	-	-	-	-	-	-	-
52	Raven Pharmacy, LLC	17-32228	-	-	-	-	-	-	-	-	-	-	15.00
53	Richardson Pharmacy, LLC	17-32193	-	-	-	-	-	-	-	-	-	-	429,531.48
54	Riverbend Prescription Services, LLC	17-32233	-	-	-	-	-	-	-	-	-	-	-
55	Riverfront Rx, LLC	17-32232	-	-	-	-	-	-	-	-	-	-	4,304.29
56	Skyline Health Services, LLC	17-32212	-	-	-	-	-	-	-	-	-	-	402,100.53
57	Stonybrook Pharmacy, LLC	17-32213	-	-	-	-	-	-	-	-	-	-	1,909.98
58	Uinta Rx, LLC	17-32197	-	-	-	-	-	-	-	-	-	-	198.30
59	Uplift Rx, LLC	17-32186	-	-	-	-	-	-	-	-	-	-	203,518.87
60	Waverly Pharmacy, LLC	17-32202	-	-	-	-	-	-	-	-	-	-	307,581.33
61	Woodward Drugs, LLC	17-32214	-	-	-	-	-	-	-	-	-	-	602,097.79
62	Woodward Rx Holdings, LLC	17-32240	-	-	-	-	-	-	-	-	-	-	-
Total Disbursements (same as MOR-1 disbursements)			\$ -	\$ 29,279.59	\$ -	\$ 256,498.88	\$ -	\$ 24,518.61	\$ -	\$ 750.00	\$ -	\$ -	\$ 86,877,181.31

Exhibit A

(1) On October 5, 2017 the Jointly Administered Debtors filed with the court the Debtors' Expedited Amended Motion for Entry of an Order: (A) Approving Amended Bidding Procedures; (B) Authorizing Amended Procedures for the Assignment and Assumption of Certain Executory Contracts; and (C) Granting Related Relief in connection with the sale of substantially all of the Jointly Administered Debtor's Assets. [ECF No. 597] On November 7, 2017, the Court entered its Order Authorizing Sale Free and Clear of Liens, Claims, and Encumbrances in connection with ECF No. 597. [ECF No. 663] Subsequently, on November 17, 2017 the sale transaction closed pursuant to the asset purchase agreement dated October 31, 2017 by and between the Debtors and UpWell. As a result of the closing of the sale, the Jointly Administered Debtors: a) sold some but not all assets as of November 17, 2017, b) will convey the remainder of the assets through a number of rolling closings which will occur over the next several months pursuant to the APA, however c) no longer retain an economic interest in the assets. Therefore, the disbursements made after November 17, 2017 are only from the proceeds of the asset sale, and not the ongoing business operations which are the responsibility of the buyer.